

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1) (a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Zuari Agro Chemicals Limited ("ZACL") [The shares of New Eros Tradecom Limited (NETL) will be acquired and NETL in turn holds <i>inter alia</i> 1196767 shares of ZACL.]
2.	Name of the acquirer(s)	M/s. Adventz Finance Private Limited ("AFPL") M/s. Adventz Securities Enterprises Limited ("ASEL") Mr. Saroj Kumar Poddar ("SKP") (Collectively referred to as "Acquirers") Please note that there is no direct acquisition of shares or voting rights in ZACL by the above mentioned Acquirers. Please refer to note 3 below.
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Please refer to note 3 below.
	b. Proposed date of acquisition	22 nd August, 2014
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Please refer to note 3 below.
	d. Total shares to be acquired as % of share capital of TC	Please refer to note 3 below.
	e. Price at which shares are proposed to be acquired	The Shares of ZACL @ Rs. 175.10 per share Please refer note 3 below
	f. Rationale, if any, for the proposed transfer	Inter se transfer
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10 (1) (a) (ii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs. 187.58 approx per share

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7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8	Not Applicable			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Please note that there is no direct acquisition of shares of ZACL. It is hereby declared that the price of acquisition of shares of ZACL is not higher by more than 25% of the price computed as per point 6 above.			
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	It is hereby declared that acquirer and seller have complied/will comply with applicable disclosure requirement in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	It is hereby declared that all the conditions specified under Regulation 10 (1) (a) with respect to exemption has been duly complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting Rights	% w.r.t total share capital of TC
	a) Each Acquirer/ Transferee(*)				
	- Adventz Finance Private Limited	1322641	3.14	1322641	3.14
	- Adventz Securities Enterprises Limited	98804	0.24	98804	0.24
	- Mr. Saroj Kumar Poddar	79406	0.19	79406	0.19
	b) Each Seller/ Transferor				
	- New Eros Tradecom Limited	1196767	2.85	1196767	2.85
	(Complete List of PAC along with Acquirer and Seller is attached herewith as Annexure A)				

Note:

1. (*) Shareholding of each entity may be shown separately and then collectively in a group.
2. The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

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3. M/s. Adventz Finance Private Limited, Adventz Securities Enterprises Limited and Mr. Saroj Kumar Poddar, existing promoters of the ZACL, propose to acquire indirectly 1196767 equity shares in Zauri Agro Chemicals Ltd (ZACL) which is 2.85% of the share capital of ZACL by virtue of acquisition of 25,00,006 (Twenty Five Lacs Six shares only) shares of M/s. New Eros Tradecom Limited (NETL) from M/s. Gobind Sugar Mills Limited (aggregating to 54.95% of the share capital of NETL) in the proportion of 18% (819000 Equity Shares), 18% (819000 Equity Shares) and 18.95% (862006 Equity Shares) respectively. Therefore, ZACL is considered as the "target company" for the proposed indirect acquisition and for the purpose of this disclosure.
4. Adventz Investments and Holdings Limited and Adventz Securities Trading Private Limited have been merged with Adventz Finance Private Limited vide court order dated 2nd June, 2014 and accordingly all shares held by Adventz Investments and Holdings Limited and Adventz Securities Trading Private Limited are now vested with Adventz Finance Private Limited.

For Adventz Finance Private Limited	For Adventz Securities Enterprises Limited	For Mr. Saroj Kumar Poddar
		
Authorised Signatory	Authorised Signatory	Authorised Signatory

Date: 16th August, 2014

Place: Kolkata

1. The National Stock Exchange of India Limited

Exchange Plaza,
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E)
Mumbai- 400 051

2. BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

ZUARI AGRO CHEMICALS LIMITED

Annexure A

S.No.	Particulars	Before the proposed acquisition		After the proposed acquisition	
		No. of shares/ voting rights	% w.r.t total share capital of TC	No. of shares/ voting rights	% w.r.t total share capital of TC
1	Globalware Trading & Holdings Ltd.	7012000	16.67	7012000	16.67
2	Texmaco Infrastructure & Holdings Ltd.	3000125	7.13	3000125	7.13
3	Adventz Investments & Holdings Ltd.*	1236852	2.94	1236852	2.94
4	Coltrane Corp. Ltd.	479750	1.14	479750	1.14
5	Jeewan Jyoti Medical Society	138550	0.33	138550	0.33
6	Adventz Finance Private Limited*	85789	0.20	85789	0.20
7	Duke Commerce Ltd.	81000	0.19	81000	0.19
8	Saroj Kumar Poddar	79406	0.19	79406	0.19
9	Adventz Securities Enterprises Ltd.	98804	0.24	98804	0.24
10	Adventz Investment Co. Pvt. Ltd.	15000	0.04	15000	0.04
11	Ricon Commerce Ltd.	8100	0.02	8100	0.02
12	Jyotsna Poddar	71621	0.17	71621	0.17
13	New Eros Tradecom Ltd.	1196767	2.85	1196767	2.85
14	SIL Investments Ltd.	3208000	7.63	3208000	7.63
15	Pilani Investment & Ind. Corp. Ltd.	434000	1.03	434000	1.03
16	RTM Investment & Trading Co. Ltd.	110768	0.26	110768	0.26
17	SCM Investment & Trading Co. Ltd.	35000	0.08	35000	0.08
18	Ronson Traders Ltd.	63200	0.15	63200	0.15
19	Sarla Devi Birla	30000	0.07	30000	0.07
20	Zuari Global Limited	8411601	20.00	8411601	20.00
21	Zuari Management Services Ltd.	5078909	12.08	5078909	12.08
	Total	30875242	73.41	30875242	73.41

* Holdings of Adventz Finance Private Limited stood as 13,22,641. Adventz Investments and Holdings Limited and Adventz Securities Trading Private Limited have been merged with Adventz Finance Private Limited vide court order dated 2nd June, 2014 and accordingly all shares held by Adventz Investments and Holdings Limited and Adventz Securities Trading Private Limited are now vested with Adventz Finance Private Limited.

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